

RECORDATION NO. 27975 FILED

JUN 12 '09 -2 4 5 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 12, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: ICX No. 1395-011

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (ICX No. 1395-011), dated as of March 31, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131

Anne K. Quinlan, Esquire
June 12, 2009
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A description of the railroad equipment covered by the enclosed document is:

14 pieces of maintenance of way equipment: Nordco LS-1 Rail Lifter Auto Lift S/N 791003-05, Nordco LS-1 Rail Lifter Auto Lift S/N 791004-05, 4 Nordco CX-N Auto Spikers with Nipper & BSL S/Ns 410596-05, 410597-05, 410598-05 and 410599-05, 2 Nordco LS-1 Rail Lifter Auto Lifts S/Ns 791005-05 and 791006-05, 3 Nordco CX-GN Auto Spikers with Nipper, Auto Gager & BSL S/Ns 410592-05, 410593-05 and 410594-05, Superior Dual Side Dump Reclaim Cart DSD01051, Nordco SP2R Spike Puller 310002-05 and Nordco SP2R Spike Puller 310003-05.

A short summary of the document to appear in the index is:

Memorandum of Lease (ICX No. 1395-011).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(ICX - No. 1395)

This Memorandum of Lease is entered into as of March 31, 2009, by and between ICX Corporation, an Ohio corporation having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Master Lease Agreement No. 1395, effective April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

ICX CORPORATION, Lessor

By Michael O'Malley

Name _____

Title Michael O'Malley
Senior Vice President

BNSF RAILWAY COMPANY, Lessee

By L. Steven Vollmer

Name L. Steven Vollmer
General Director - Finance

Title _____

State of IL)
County of Cook) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael O'Malley, its SVP, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 31 day of March, 2009.



Sarah Sanchez
Notary Public

State of Texas)
) ss:
County of Tarrant)

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Vollmer, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 30 day of March, 2009.



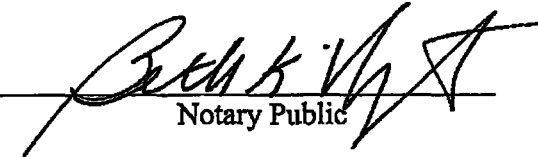

Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 011.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 011 is 84 months commencing as of February 1, 2005.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 011 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

Qty	Mfg	Model	Description	Serial Number	BNSF #
1	Nordco	LS-1	Rail Lifter Auto Lift	791003-05	X3800146
1	Nordco	LS-1	Rail Lifter Auto Lift	791004-05	X3800147
1	Nordco	CX-N	Auto Spiker with Nipper & BSL	410596-05	X4400360
1	Nordco	CX-N	Auto Spiker with Nipper & BSL	410597-05	X4400361
1	Nordco	CX-N	Auto Spiker with Nipper & BSL	410598-05	X4400362
1	Nordco	CX-N	Auto Spiker with Nipper & BSL	410599-05	X4400363
1	Nordco	LS-1	Rail Lifter Auto Lift	791005-05	X3800148
1	Nordco	LS-1	Rail Lifter Auto Lift	791006-05	X3800149
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & BSL	410592-05	X4400356
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & BSL	410593-05	X4400357
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & BSL	410594-05	X4400358
1	Superior		Dual Side Dump Reclaim Cart	DSD01051	X8700035
1	Nordco	SP2R	Spike Puller	310002-05	X4700423
1	Nordco	SP2R	Spike Puller	310003-05	X4700424

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/12/09



Robert W. Alvord